

Exhibit 23

Deposition of Shannon Knapp
(April 11, 2017) (excerpted)

UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

Cung Le, Nathan Quarry, Jon)
Fitch, on behalf of)
themselves and all others)
similarly situated,)
)
Plaintiffs,)
)
v.) Lead Case No.
) 2:15-cv-01045-RFB-(PAL)
Zuffa, LLC, d/b/a Ultimate)
Fighting Championship and)
UFC,)
)
Defendant.)
_____)

CONFIDENTIAL

VIDEOTAPED DEPOSITION OF SHANNON KNAPP

KANSAS CITY, MISSOURI

April 11, 2017

9:13 a.m.

Reported By:
Kay Merley, RMR, CRR
Job No. 49614

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<p style="text-align: right;">58</p> <p>1 so for me, you know, I -- it doesn't, you 2 know, up my profile of Invicta or anything 3 like that, but it does make a difference for 4 the women in the sport. I mean, it's not 5 putting more money in my bank account for 6 Invicta. It's not making us more lucrative, 7 so -- but does it -- I would be sending those 8 athletes anyway. It's just kind of like an 9 extended courtesy.</p> <p>10 Q. Okay.</p> <p>11 MR. RAYHILL: So I guess we're going 12 to go -- in terms of exhibit numbers, we'll 13 just start with Knapp 1. 14 (Deposition Exhibit 1 was marked for 15 identification.)</p> <p>16 A. Should have brought my glasses, huh?</p> <p>17 Q. (By Mr. Rayhill) Not all of them -- the print 18 is particularly small in this one.</p> <p>19 A. It's away -- it's like...</p> <p>20 MR. DURBIN: You want me to hold it?</p> <p>21 A. Not that bad, not that clear over there. So 22 this is an interview or something; right?</p> <p>23 MR. WIDNELL: Have you produced this 24 to us?</p> <p>25 MR. RAYHILL: No.</p>	<p style="text-align: right;">60</p> <p>1 Q. So I'd just like to talk about on the second 2 page, the third full paragraph starts with the 3 words "in keeping." And it says, "In keeping 4 with the goal of providing the best 5 opportunities possible, Knapp will work in 6 partnership with other promotions to ensure 7 that fighters are able to stay busy. Knapp 8 states that Invicta FC fighters will all be 9 paid a fair market value, but given that her 10 promotion will likely stick to four events per 11 year, she understands that that may not be 12 enough to get every fighter the fight that she 13 wants -- the fights, excuse me, that she wants 14 or needs."</p> <p>15 So there's -- first of all, this 16 paragraph is paraphrasing you, but is there 17 any reason to believe you didn't -- that it 18 misrepresents your position or 19 misrepresents -- misrepresented your position 20 at that time.</p> <p>21 MR. WIDNELL: Objection, foundation.</p> <p>22 A. So I think that when you read that paragraph, 23 I think that you definitely have to look at 24 the fact that I state, you know, I'm only 25 going to do about four events a year, so if I</p>
<p style="text-align: right;">59</p> <p>1 MR. WIDNELL: I was under the 2 understanding we produced documents that would 3 be used in depositions. Are you familiar with 4 that?</p> <p>5 MR. RAYHILL: I'm not familiar with 6 that. This is an article that I just had 7 downloaded from the Internet.</p> <p>8 MR. WIDNELL: I believe that we had 9 an understanding that we would produce those 10 to the other side before using them in 11 deposition. I'll just lodge the objection. 12 I'm not going to object to you using the 13 document.</p> <p>14 MR. RAYHILL: Fair enough. Fair 15 enough.</p> <p>16 Q. (By Mr. Rayhill) So this is an article that I 17 downloaded from the Internet. It's dated 18 February 17th, 2012.</p> <p>19 A. Okay.</p> <p>20 Q. Do you recall speaking for this interview?</p> <p>21 A. I mean, I do a lot of them, but, I mean, yeah, 22 I can look and see, yeah, this looks like 23 everything I'd say, probably.</p> <p>24 Q. No reason to think you didn't?</p> <p>25 A. Oh, yeah. I mean...</p>	<p style="text-align: right;">61</p> <p>1 sign talent, four events, I can't keep those 2 athletes busy, so, you know, that was my basis 3 for saying that, you know, I'm going to work 4 with other promotions, but I work with other 5 promotions anyway, so...</p> <p>6 Q. And so four events a year is not enough for a 7 fighter to --</p> <p>8 A. No, I mean, not if you have a lot of athletes. 9 And you have to remember, when I started 10 Invicta, I had a bunch of athletes that wanted 11 to fight. I mean, there's no way I could keep 12 athletes busy with four fights a year.</p> <p>13 Q. So in order to keep the -- get the athletes 14 enough fights, you would work with other 15 promotions?</p> <p>16 A. Yeah.</p> <p>17 Q. And Jewel was one of those promotions?</p> <p>18 A. In 2012, I think. I think that's when -- I'm 19 not sure in the beginning if we signed, like, 20 long-term contracts. You know, I'm not sure 21 if we signed -- we might have done -- maybe 22 the first couple shows we did one-offs, you 23 know, which would just be one fight, so I 24 would have to look back, but...</p> <p>25 Q. Okay. That's all. I'm finished with that</p>

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<p style="text-align: right;">62</p> <p>1 document.</p> <p>2 MR. WIDNELL: Kevin, could we go off</p> <p>3 the record just briefly?</p> <p>4 MR. RAYHILL: Absolutely.</p> <p>5 THE VIDEOGRAPHER: Stand by, please.</p> <p>6 Going off record at 10:23 a.m.</p> <p>7 (A recess was taken.)</p> <p>8 THE VIDEOGRAPHER: Here marks the</p> <p>9 beginning of Media 2. Resuming record at</p> <p>10 10:37 a.m.</p> <p>11 Q. (By Mr. Rayhill) Okay. Does Invicta have a</p> <p>12 relationship with -- strike that. Does</p> <p>13 Invicta have a financial relationship with</p> <p>14 Zuffa?</p> <p>15 A. What do you mean?</p> <p>16 Q. Well, let me make it a more general question.</p> <p>17 Does Invicta have a business relationship with</p> <p>18 Zuffa of any kind?</p> <p>19 A. Yes.</p> <p>20 Q. Can you tell me about that?</p> <p>21 A. Yes. We have a broadcast distribution deal</p> <p>22 with the UFC, which means that we air on UFC</p> <p>23 Fight Pass.</p> <p>24 Q. And how long have you had that arrangement</p> <p>25 with Zuffa?</p>	<p style="text-align: right;">64</p> <p>1 A. Oh, absolutely, once, yeah, one time.</p> <p>2 Q. Can you tell me when that was?</p> <p>3 A. It would be February of 2015, I believe.</p> <p>4 Q. And can you tell me about -- so can you tell</p> <p>5 me how much financial support they provided?</p> <p>6 A. They just covered an event, so I'd have to</p> <p>7 look at the figures, you know, to be exact,</p> <p>8 but I know they just covered an event, a full</p> <p>9 event once.</p> <p>10 Q. So when you say they covered the full event,</p> <p>11 do you mean they paid for all expenses related</p> <p>12 to that event?</p> <p>13 A. Yes.</p> <p>14 Q. Do you recall where the event was?</p> <p>15 A. Yes. At the Shrine in L.A.</p> <p>16 Q. The Shrine is the Shrine Auditorium?</p> <p>17 A. Uh-huh.</p> <p>18 Q. Do you recall if Zuffa provided any logistical</p> <p>19 support for that event?</p> <p>20 A. In terms of?</p> <p>21 Q. Did they help you find the venue?</p> <p>22 A. Yes.</p> <p>23 Q. Did they help you sell tickets?</p> <p>24 A. What do you mean by that?</p> <p>25 Q. Did they -- well, let's strike that question.</p>
<p style="text-align: right;">63</p> <p>1 A. I think I'm going on two years.</p> <p>2 Q. And can you tell me what sort of content, what</p> <p>3 sort of Invicta content gets -- let's back up.</p> <p>4 Does some Invicta content get broadcast on</p> <p>5 Fight Pass?</p> <p>6 A. Yes.</p> <p>7 Q. And Fight Pass is a subscription service that</p> <p>8 UFC runs; is that correct?</p> <p>9 A. Yes.</p> <p>10 Q. Can you tell me what kind of content gets</p> <p>11 broadcast, what kind of -- type of Invicta</p> <p>12 content gets broadcast on Fight Pass?</p> <p>13 A. Yeah, live events.</p> <p>14 Q. And how many live events per year, let's say?</p> <p>15 A. Six to eight, you know. I mean, this year</p> <p>16 will be six.</p> <p>17 Q. How many live events does Invicta typically do</p> <p>18 in a year?</p> <p>19 A. About six. We're looking to do eight this</p> <p>20 year.</p> <p>21 Q. Has Zuffa ever provided any financial support</p> <p>22 for an Invicta event, a live MMA event?</p> <p>23 A. Yeah.</p> <p>24 Q. And can you tell me roughly how many times</p> <p>25 Zuffa has provided financial support?</p>	<p style="text-align: right;">65</p> <p>1 Did they help you determine the price for the</p> <p>2 tickets?</p> <p>3 A. Yes, because I asked for assistance.</p> <p>4 Q. Did they help with advertising for the event?</p> <p>5 A. I believe not, other than on the digital</p> <p>6 platform.</p> <p>7 Q. Was that event broadcast -- when you say the</p> <p>8 digital platform, are you talking about Fight</p> <p>9 Pass?</p> <p>10 A. Yes.</p> <p>11 Q. Okay. Was that event broadcast on Fight Pass?</p> <p>12 A. Yes.</p> <p>13 Q. So when you say they advertised on the digital</p> <p>14 platform, do you mean that they did</p> <p>15 promotional ads?</p> <p>16 A. Right, correct.</p> <p>17 Q. For the upcoming event?</p> <p>18 A. Correct.</p> <p>19 Q. And that was the only event that they provided</p> <p>20 that sort of --</p> <p>21 A. Yeah.</p> <p>22 Q. -- financial support for?</p> <p>23 A. Yes.</p> <p>24 Q. And the same for the logistical support,</p> <p>25 helping find a venue?</p>

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<p style="text-align: right;">66</p> <p>1 A. They did help me one other time with a venue.</p> <p>2 Q. Do you remember when that was?</p> <p>3 A. That would have been, I think, July of 2015.</p> <p>4 Q. Okay. And where was that event?</p> <p>5 A. The Cosmopolitan, the Cosmopolitan in</p> <p>6 Las Vegas.</p> <p>7 Q. In Las Vegas, okay. And they -- so when you</p> <p>8 say they helped you with the venue, did they</p> <p>9 speak to the venue on Invicta's behalf?</p> <p>10 A. They introduced me, so -- but, you know, that</p> <p>11 would be helping me, assisting me, so...</p> <p>12 Q. Sure. But they did not provide financial</p> <p>13 support?</p> <p>14 A. No, no. Yeah, I took care of everything.</p> <p>15 Q. Okay. Does Invicta hold its fights in an</p> <p>16 octagon?</p> <p>17 A. No.</p> <p>18 Q. Can you tell me about the setting that the</p> <p>19 fights are?</p> <p>20 A. Hexagon.</p> <p>21 Q. It's a hexagon?</p> <p>22 A. Uh-huh.</p> <p>23 Q. I see, okay. Has Invicta ever held an event</p> <p>24 in an octagon?</p> <p>25 A. Yes. I rented their cage once when I did a</p>	<p style="text-align: right;">68</p> <p>1 but I do have a fighting license and -- have a</p> <p>2 license or whatever.</p> <p>3 Q. But the only time you did a promotion --</p> <p>4 A. Yeah, to date, yeah.</p> <p>5 Q. Has Zuffa ever acquired the contracts of any</p> <p>6 Invicta fighters?</p> <p>7 A. Acquired? You mean --</p> <p>8 Q. Purchased.</p> <p>9 A. Yes.</p> <p>10 Q. Can you tell me how often that's happened?</p> <p>11 A. Once.</p> <p>12 Q. Okay. Can you tell me when that was?</p> <p>13 A. December of 2013.</p> <p>14 Q. Why did Invicta -- first of all, can you tell</p> <p>15 me how many contracts Zuffa purchased at that</p> <p>16 time?</p> <p>17 A. Not -- not correctly. I mean, I can't</p> <p>18 remember exactly. I mean, they purchased a</p> <p>19 division from me.</p> <p>20 Q. Okay. What division was that?</p> <p>21 A. The strawweight, 115 pounds.</p> <p>22 Q. Has Zuffa ever acquired the contract of any</p> <p>23 other -- other than that one event you just</p> <p>24 described, has Zuffa ever acquired the</p> <p>25 contract of another Invicta fighter?</p>
<p style="text-align: right;">67</p> <p>1 show in Vegas.</p> <p>2 Q. Do you recall when that show was?</p> <p>3 A. 2015 or '16. '15. Wait, let me think, okay?</p> <p>4 I think it was '16. Yeah. Well --</p> <p>5 Q. That's fine.</p> <p>6 A. -- it was at the Tropicana. It's easy to find</p> <p>7 online.</p> <p>8 Q. It was at the Tropicana?</p> <p>9 A. Yeah.</p> <p>10 Q. And was that -- you paid a licensing fee for</p> <p>11 the octagon? Did you pay a licensing fee for</p> <p>12 the use of the octagon?</p> <p>13 A. No. I mean, I am licensed to use an octagon,</p> <p>14 you know, and I didn't have to pay for that.</p> <p>15 They authorized. You know, I asked and I just</p> <p>16 haven't purchased an octagon yet or anything.</p> <p>17 Q. Okay. But when you say you're licensed, can</p> <p>18 you tell me what that means? Is it an</p> <p>19 open-ended agreement that you can use the</p> <p>20 octagon whenever you want, or tell me --</p> <p>21 A. I'd have to look at it again, but I believe</p> <p>22 it's definitely during the duration of my,</p> <p>23 yeah, business relationship and being on Fight</p> <p>24 Pass. I'd have to look at the document again</p> <p>25 to answer that honestly and correctly, so --</p>	<p style="text-align: right;">69</p> <p>1 A. When you say acquire, what do you mean? Did</p> <p>2 they purchase?</p> <p>3 Q. Purchased it from Invicta.</p> <p>4 A. No.</p> <p>5 Q. Have you ever offered to provide fighters to</p> <p>6 Zuffa?</p> <p>7 A. Yes.</p> <p>8 Q. Do you recall about how often?</p> <p>9 A. Well, when I think -- if -- if I offered?</p> <p>10 What do you mean by offered exactly?</p> <p>11 Q. Did you communicate to Zuffa that you could or</p> <p>12 would provide them with a fighter?</p> <p>13 A. Yeah, if there's a particular athlete that's</p> <p>14 ready -- wants to move on or something like</p> <p>15 that, then, yeah, I'll speak to them about it.</p> <p>16 They never approach my athletes without -- I</p> <p>17 mean, nine times out of ten, it's my athlete</p> <p>18 or management approaches them, and then they</p> <p>19 will call me and let me know that one of my</p> <p>20 athletes is approaching, but there have been</p> <p>21 times that I think an athlete -- they're a</p> <p>22 better home for an athlete, and I have made</p> <p>23 that call and spoke with a matchmaker.</p> <p>24 Q. And so when you say you've made that call,</p> <p>25 you've allowed the athlete to move to the UFC?</p>

18 (Pages 66 to 69)

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<p style="text-align: right;">126</p> <p>1 designated -- if it's designated "attorneys'</p> <p>2 eyes only," then only the attorneys can see</p> <p>3 it.</p> <p>4 THE WITNESS: I mean, that's my issue</p> <p>5 with discussing my business stuff is because</p> <p>6 some of the plaintiffs Tweet stuff, say stuff.</p> <p>7 I see it. And I don't want my business, my</p> <p>8 company business, because this has nothing to</p> <p>9 do with me, so I don't want my company</p> <p>10 business out there. That's the only reason.</p> <p>11 MR. WIDNELL: Just for the record,</p> <p>12 neither Mr. Rayhill nor I can offer you legal</p> <p>13 advice about how this process works, so you</p> <p>14 should really talk to your own attorney about</p> <p>15 how this could be used. There are some</p> <p>16 wrinkles in terms of how it could be used in</p> <p>17 terms of what's ultimately treated as</p> <p>18 confidential.</p> <p>19 THE WITNESS: Okay, thank you.</p> <p>20 MR. RAYHILL: Agree. Thank you,</p> <p>21 Nick.</p> <p>22 THE WITNESS: Thank you.</p> <p>23 MR. DURBIN: But we certainly have</p> <p>24 the 21-day right to review it and mark</p> <p>25 anything that we think should be designated</p>	<p style="text-align: right;">128</p> <p>1 35 percent to Invicta." And I guess I was</p> <p>2 just hoping, do you know when they refer to</p> <p>3 distribution revenue, do you -- are you aware</p> <p>4 the sources of that revenue?</p> <p>5 A. What do you mean exactly?</p> <p>6 Q. Well, let's go through a couple possibilities.</p> <p>7 A. Okay.</p> <p>8 Q. Are these -- is Invicta's content ever shown</p> <p>9 on a Pay-Per-View basis?</p> <p>10 A. Not Pay-Per-View, on other broadcast</p> <p>11 platforms.</p> <p>12 Q. Okay. So your live events are never broadcast</p> <p>13 on a Pay-Per-View basis?</p> <p>14 A. Not that I'm aware of.</p> <p>15 Q. Okay. And they are broadcast on Fight Pass?</p> <p>16 A. You know what, maybe I take that back, because</p> <p>17 it has been aired on Sony, like the Play</p> <p>18 Station thing, so I don't know if you have</p> <p>19 to -- I'd have to -- yeah.</p> <p>20 Q. Vague understanding.</p> <p>21 A. I don't know what that deal is, but I received</p> <p>22 compensation from them directly, from Sony,</p> <p>23 and the UFC did not take anything out of that.</p> <p>24 Q. I see. And that was for an event that was --</p> <p>25 occurred while this --</p>
<p style="text-align: right;">127</p> <p>1 either confidential or attorneys' eyes only.</p> <p>2 MR. RAYHILL: You do have that.</p> <p>3 THE WITNESS: And you're very aware</p> <p>4 of what my concerns are?</p> <p>5 MR. DURBIN: Right, and if we</p> <p>6 exercise that right, it will restrict access</p> <p>7 accordingly.</p> <p>8 THE WITNESS: Perfect, thank you.</p> <p>9 Q. (By Mr. Rayhill) Page 7982, Paragraph (b), it</p> <p>10 says "recoupment revenue share," just looking</p> <p>11 down to about the sixth line there, maybe</p> <p>12 start with the fifth line -- well, all right,</p> <p>13 let's start with the fourth line. It says,</p> <p>14 "Zuffa shall first and on ongoing basis recoup</p> <p>15 any license fees paid to Invicta." So based</p> <p>16 on your experience, you know, having been</p> <p>17 operating under this license agreement for</p> <p>18 two-plus years now, does that mean when Zuffa</p> <p>19 starts getting income from the use of this</p> <p>20 content, they get the first -- recoup the</p> <p>21 license fee they paid to you?</p> <p>22 A. Yes.</p> <p>23 Q. Is that your understanding? After -- and then</p> <p>24 it goes on, "After which distribution revenue</p> <p>25 shall be split 65 percent to Zuffa and</p>	<p style="text-align: right;">129</p> <p>1 A. Yes.</p> <p>2 Q. I see. Do you remember when that event was?</p> <p>3 A. The Sony thing? No, I mean...</p> <p>4 Q. It's okay.</p> <p>5 A. 2015, I think it was during that.</p> <p>6 Q. Okay. Now I really am done with that.</p> <p>7 A. Okay.</p> <p>8 MR. RAYHILL: How's everybody holding</p> <p>9 up? If everybody's doing okay? I'm fine to</p> <p>10 continue.</p> <p>11 MR. DURBIN: Do you want to take a</p> <p>12 break?</p> <p>13 THE WITNESS: It's up to you guys.</p> <p>14 MR. DURBIN: Let's plow ahead for a</p> <p>15 few more minutes.</p> <p>16 MR. RAYHILL: Okay. Very good.</p> <p>17 Q. (By Mr. Rayhill) Okay. So when you put on an</p> <p>18 Invicta event --</p> <p>19 A. Uh-huh.</p> <p>20 Q. -- can you tell me what the main expenses you</p> <p>21 face in putting on an event are?</p> <p>22 A. The main or the biggest?</p> <p>23 Q. Yeah.</p> <p>24 A. Fight cards, production, those are always the</p> <p>25 biggest. Well, travel, hotels. I mean, it's</p>

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<p style="text-align: right;">130</p> <p>1 very expensive. Even at my level it's</p> <p>2 incredibly expensive. I think people don't</p> <p>3 realize how expensive that -- if you're not</p> <p>4 really involved in it. It takes a lot of</p> <p>5 money to do the events.</p> <p>6 Q. Okay. And then when you put on a live event,</p> <p>7 what are your main sources of revenue?</p> <p>8 A. Would be my licensing fee, would be the main</p> <p>9 source of revenue, ticket sales, some</p> <p>10 sponsorship. That's pretty much it.</p> <p>11 Q. Okay. But the licensing fee is the largest of</p> <p>12 those three?</p> <p>13 A. Yes. I mean, it's very important.</p> <p>14 Q. Okay.</p> <p>15 A. You know.</p> <p>16 (Deposition Exhibit 7 was marked for</p> <p>17 identification.)</p> <p>18 Q. (By Mr. Rayhill) All set?</p> <p>19 A. Yeah, good enough, yeah.</p> <p>20 Q. Okay. So you've been handed what's been</p> <p>21 marked as Exhibit 7?</p> <p>22 A. Uh-huh.</p> <p>23 Q. It has the Bates number ZFL- 0951222. Do you</p> <p>24 recognize this document?</p> <p>25 A. Uh-huh.</p>	<p style="text-align: right;">132</p> <p>1 A. I think he handled the venues, and I think</p> <p>2 that was part of operations, however they</p> <p>3 classify it there. I'm not sure.</p> <p>4 Q. Did Mr. Dropick help you locate a venue?</p> <p>5 A. Yes, he did. Yes, he did.</p> <p>6 Q. Was it common for Zuffa to have someone help</p> <p>7 you locate a venue for an Invicta event?</p> <p>8 A. No, but I never need help. I mean -- I mean,</p> <p>9 I'm going to just say that Zuffa's always been</p> <p>10 good to me in the business, you know, that if</p> <p>11 I need help, I will ask for it, and they would</p> <p>12 help me if I asked. But I usually don't need</p> <p>13 help. This is because we're going into L.A.,</p> <p>14 and, you know, it's not someplace I'd done a</p> <p>15 show before, so...</p> <p>16 Q. Okay. And then the last sentence in that</p> <p>17 e-mail, it says, "If we come up with a good</p> <p>18 option, please let Pete work the deal to get</p> <p>19 the best rates, but, of course, you will have</p> <p>20 the final approval." Did Mr. Dropick</p> <p>21 negotiate the venue agreement?</p> <p>22 A. Yes. You know, the deal just came to me. You</p> <p>23 know, I had made the decision. I always make</p> <p>24 my own decisions. They don't do a lot of</p> <p>25 hand-holding with me.</p>
<p style="text-align: right;">131</p> <p>1 Q. Can you tell me what it is?</p> <p>2 A. Like we spoke earlier, this is for that show I</p> <p>3 did in February at the Shrine Auditorium, and</p> <p>4 this is discussing where they helped me get</p> <p>5 the venue.</p> <p>6 Q. Okay. Is this an e-mail that you sent and</p> <p>7 received in the ordinary course of business?</p> <p>8 A. Yes.</p> <p>9 Q. That's a question I have to ask for --</p> <p>10 A. No, it's okay.</p> <p>11 Q. All right. So looking at the first e-mail in</p> <p>12 the chain, at the bottom of the page, it's an</p> <p>13 e-mail from Marshall Zelaznik to you with a cc</p> <p>14 to Peter Dropick. Do you see that?</p> <p>15 A. Uh-huh.</p> <p>16 Q. And Mr. Zelaznik writes, "Shannon, as</p> <p>17 mentioned in text yesterday, we want to try to</p> <p>18 get the next Invicta event in L.A. on Friday,</p> <p>19 February 27th. As mentioned, Pete, copied</p> <p>20 here, is working on locating a venue that</p> <p>21 would meet your needs." So did you understand</p> <p>22 Pete to be a reference to Pete Dropick?</p> <p>23 A. Yes, I did.</p> <p>24 Q. Do you know what Mr. Dropick's role was at</p> <p>25 Zuffa?</p>	<p style="text-align: right;">133</p> <p>1 Q. Okay. Do you know why Zuffa wanted to do this</p> <p>2 event -- this event in Los Angeles?</p> <p>3 A. Yeah, I mean, I can only assume, you know, was</p> <p>4 that they were doing an event on Saturday.</p> <p>5 Fans love it when Invicta goes before them.</p> <p>6 They love when you go into town, and you can</p> <p>7 get Invicta and you can get the UFC. I mean,</p> <p>8 it's a big deal to them because they got a</p> <p>9 whole weekend of fights. And Cris Cyborg will</p> <p>10 be on that card, which, you know, is a great</p> <p>11 deal for them as well.</p> <p>12 Q. And why is it a great deal to have Cris Cyborg</p> <p>13 on the card?</p> <p>14 A. At that time I believe she was a UFC athlete.</p> <p>15 Q. Okay. Finished with that document. Thank</p> <p>16 you.</p> <p>17 A. Uh-huh.</p> <p>18 (Deposition Exhibit 8 was marked for</p> <p>19 identification.)</p> <p>20 Q. (By Mr. Rayhill) Let me know when you're</p> <p>21 ready.</p> <p>22 A. I'm ready.</p> <p>23 Q. Okay. You've been handed what's been marked</p> <p>24 as Exhibit 8. It has the Bates number</p> <p>25 ZFL1119496. Do you recognize this document?</p>

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<p style="text-align: right;">134</p> <p>1 A. Yes.</p> <p>2 Q. Can you tell me what it is?</p> <p>3 A. It's an e-mail between me and Marshall</p> <p>4 regarding, once again, the February event I</p> <p>5 had at the Shrine Auditorium in L.A.</p> <p>6 Q. Is this an e-mail that you would have sent and</p> <p>7 received in the ordinary course of business?</p> <p>8 A. Yes.</p> <p>9 Q. Thank you. Okay. So at the bottom of the</p> <p>10 page, Mr. Zelaznik writes to you, this is on</p> <p>11 January 19th, 2015, and he says, "When do you</p> <p>12 think we can announce this event? Any chance</p> <p>13 before this weekend so we can get into our on</p> <p>14 air on Fox?" And you respond later the same</p> <p>15 day, this is in the middle of the page now,</p> <p>16 and you say, "They still haven't finalized</p> <p>17 Cyborg's contract yet." Then you say, "I have</p> <p>18 some big concerns about the costs associated</p> <p>19 with this event." Can you tell me what you</p> <p>20 meant by that statement?</p> <p>21 A. Exactly what it says. I had some big concerns</p> <p>22 about the cost of the event. You know, when</p> <p>23 you go -- you pick an event up and you move it</p> <p>24 to an area like Los Angeles, you know, when</p> <p>25 you take the cost of the venue, your</p>	<p style="text-align: right;">136</p> <p>1 take the pain away"?</p> <p>2 A. I think I had to call him and ask him what he</p> <p>3 meant, to be honest with you. I was like --</p> <p>4 you know, that they would in some way try to</p> <p>5 help me cut those costs or, you know, do</p> <p>6 something to help me with those costs.</p> <p>7 Q. Okay. And just so I know, the next part of</p> <p>8 that sentence says, I will get you the yearly</p> <p>9 calendar to see if, presumably, it meets your</p> <p>10 needs. Do you know what he meant by that?</p> <p>11 A. No.</p> <p>12 Q. That's fine. All done with that document.</p> <p>13 A. Probably to pick my dates for the year, you</p> <p>14 know, what dates are available, and that would</p> <p>15 be my guess.</p> <p>16 Q. Okay.</p> <p>17 (Deposition Exhibit 9 was marked for</p> <p>18 identification.)</p> <p>19 A. I'm good.</p> <p>20 Q. (By Mr. Rayhill) You've been handed what's</p> <p>21 been marked as Exhibit 9. It has the Bates</p> <p>22 number ZFL-0914088. That's actually three</p> <p>23 documents. It's an e-mail with two</p> <p>24 attachments. First attachment begins at 0 --</p> <p>25 has the Bates number 091, and the second</p>
<p style="text-align: right;">135</p> <p>1 advertising, your hotel, I mean, everything</p> <p>2 increases, so that's what I'm conveying to him</p> <p>3 is that, you know -- and the timeline. We</p> <p>4 were getting really short on the timeline. If</p> <p>5 you take a look, we're at -- the event was</p> <p>6 supposed to be, I think, February -- I can't</p> <p>7 remember. I just read it somewhere.</p> <p>8 February 12.</p> <p>9 Q. I believe it was February 27th.</p> <p>10 A. Or something like that.</p> <p>11 Q. The proposed date.</p> <p>12 A. And this is dated on 1-20 or 1-19. I mean,</p> <p>13 that window of -- you know, you're narrowing</p> <p>14 down on your timeline, so that was a big</p> <p>15 concern for me.</p> <p>16 Q. But -- yeah, so the concern you expressed was</p> <p>17 about the cost; is that correct?</p> <p>18 A. Oh, yeah, absolutely.</p> <p>19 Q. So Mr. Zelaznik responds, and he says, "Get me</p> <p>20 the cost overages, and I will do my best to</p> <p>21 take the pain away, and I will get you the</p> <p>22 yearly calendar to see if it -- if meets your</p> <p>23 needs." I assume that's a typo. Okay. Can</p> <p>24 you tell me what you understood Mr. Zelaznik</p> <p>25 to mean when he said, "I will do my best to</p>	<p style="text-align: right;">137</p> <p>1 attachment has the Bates number -- I've got</p> <p>2 them in reverse on my -- in any event, the</p> <p>3 attachments end in 090 and 091.</p> <p>4 Okay, all right. Do you recognize</p> <p>5 this document?</p> <p>6 A. Yeah.</p> <p>7 Q. Can you tell me what it is?</p> <p>8 A. We're back to -- it's the same thing, dealing</p> <p>9 with a February event at the Shrine</p> <p>10 Auditorium. It's just us going back and forth</p> <p>11 about what some of the costs are going to be</p> <p>12 and things like that.</p> <p>13 Q. Okay. And is this an e-mail that you sent and</p> <p>14 received in the ordinary course of business?</p> <p>15 A. Yes.</p> <p>16 Q. Thank you. Okay. So the first e-mail in the</p> <p>17 chain, bottom of the page, it says, "Hey,</p> <p>18 Marshall, I apologize for the delay in getting</p> <p>19 this over to you. This was hard to put</p> <p>20 together with no information on actual hard</p> <p>21 costs and not being able to reach all the</p> <p>22 vendors." And the only reason I wanted to</p> <p>23 bring that up is because there's two</p> <p>24 attachments to the document, but I wanted to</p> <p>25 establish that the two attachments are</p>

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<p style="text-align: right;">214</p> <p>1 relationship with Cyborg, the UFC benefited by</p> <p>2 making sure that she had fights and even</p> <p>3 though they couldn't provide --</p> <p>4 A. Oh, yeah, for sure.</p> <p>5 MR. RAYHILL: Objection, calls for</p> <p>6 speculation. Sorry.</p> <p>7 A. For sure, yeah, for sure.</p> <p>8 Q. (By Mr. Widnell) We talked a little bit about</p> <p>9 the sale of the 115-pound division, and I</p> <p>10 think Mr. Rayhill asked you whether or not you</p> <p>11 have a 115-pound division now.</p> <p>12 A. Yes, I do.</p> <p>13 Q. It sounds like when you sold the contracts,</p> <p>14 you sold the contracts for a significant</p> <p>15 portion of the 115-pound division to UFC. How</p> <p>16 quickly were you able to bring in equivalent</p> <p>17 fighters?</p> <p>18 A. Like probably the next week. I think within</p> <p>19 ten days I refilled the division.</p> <p>20 Q. So would you say that there's no shortage of</p> <p>21 fighters right now that you could -- at that</p> <p>22 time that you could have gotten?</p> <p>23 A. Yeah, I mean, yeah.</p> <p>24 Q. When you're looking for fighters, what</p> <p>25 criteria do you use to pick out fighters to</p>	<p style="text-align: right;">216</p> <p>1 fights?</p> <p>2 A. Absolutely. That's what, you know, I'm good</p> <p>3 at, is picking young talent, and because</p> <p>4 Invicta is all female, you know, and</p> <p>5 we're not -- you know, there's not a lot of</p> <p>6 men on the card, it's all women, I can build</p> <p>7 stars very quickly, so...</p> <p>8 Q. So I think you just described a difference</p> <p>9 between women's MMA fighting and men's MMA</p> <p>10 fighting. Is that accurate? Would you say</p> <p>11 that it's harder to build an MMA male fighter</p> <p>12 as quickly as an MMA female fighter?</p> <p>13 MR. RAYHILL: Objection, calls for</p> <p>14 speculation.</p> <p>15 A. In this day and age, it's -- you know, it's --</p> <p>16 you know, it's easy to build men as well. You</p> <p>17 know, I think they're about the same. The</p> <p>18 difference is trying to build a female athlete</p> <p>19 in an organization that has men and only a</p> <p>20 couple divisions for women, you know, you're</p> <p>21 going to have a ton of male fights on that</p> <p>22 card and only a couple female fights, where</p> <p>23 Invicta we're all women, so the women are</p> <p>24 going to circle through more frequently and</p> <p>25 get more exposure, therefore, making it easier</p>
<p style="text-align: right;">215</p> <p>1 contract with?</p> <p>2 A. Sign? First and foremost talent. You know,</p> <p>3 that's always the biggest deals. I'm looking</p> <p>4 for the most talented. You know, then you</p> <p>5 apply everything else, you know, goes into it,</p> <p>6 but talent is the major thing you're looking</p> <p>7 for.</p> <p>8 Q. I think Mr. Rayhill asked about rankings. Do</p> <p>9 you consider a fighter's rankings as part of</p> <p>10 your criteria for making a decision on whether</p> <p>11 or not to sign a fighter?</p> <p>12 A. Sometimes. It depends. You know, it's going</p> <p>13 to depend, definitely depend. There are a lot</p> <p>14 of athletes that are not ranked yet, but only</p> <p>15 because they're young athletes, so I'm still</p> <p>16 going to sign them based on the talent factor.</p> <p>17 Q. So with a young athlete that you're going --</p> <p>18 like that that you just described, could that</p> <p>19 be an athlete that hasn't had a lot of fights</p> <p>20 yet?</p> <p>21 A. Absolutely, yeah.</p> <p>22 Q. So do you feel you have the ability to pick</p> <p>23 out fighters who are promising fighters even</p> <p>24 if they haven't had a, you know, significant</p> <p>25 number of fights in MMA -- professional MMA</p>	<p style="text-align: right;">217</p> <p>1 to build them faster.</p> <p>2 Q. Are there differences between women's MMA</p> <p>3 promotions and men's MMA promotions?</p> <p>4 MR. RAYHILL: Objection. Calls --</p> <p>5 A. Are there differences? Not to -- a little. I</p> <p>6 mean, I provide a hair braider. I don't know</p> <p>7 that they do that for the men, you know, so</p> <p>8 there are certain differences and things like</p> <p>9 that, but...</p> <p>10 Q. (By Mr. Widnell) Would you say that MMA</p> <p>11 promotions for men are -- are widely known and</p> <p>12 are very successful?</p> <p>13 MR. RAYHILL: Objection, calls for</p> <p>14 speculation.</p> <p>15 A. Yeah, I mean...</p> <p>16 Q. (By Mr. Widnell) Would you say MMA promotions</p> <p>17 for women are widely known and as successful</p> <p>18 as men's divisions right now?</p> <p>19 A. Well, I think they're getting there. I think</p> <p>20 that they're not that many. There's me, you</p> <p>21 know, that are all women.</p> <p>22 Q. How long have there been women MMA promotions?</p> <p>23 A. Oh, well, there haven't been where they're all</p> <p>24 female. Women have competed on the cards, you</p> <p>25 know, for ten, however many years, but when it</p>

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<p style="text-align: right;">218</p> <p>1 comes to all female, you know, I think there 2 was a promotion years -- you know, maybe five, 3 six years ago that threw a few fights here and 4 there, but nothing that's been steady, like 5 what we do at Invicta. 6 Q. And how long have men's MMA promotions been in 7 existence? 8 A. Oh, a long time, long time. I mean, early 9 '90s, maybe sooner. I wasn't involved back 10 then, so... 11 Q. Would you say that women's MMA promoters or 12 the business of promoting MMA fights for women 13 is more of a nascent industry right now? 14 A. Possibly, yeah. 15 Q. At one point I think you were talking about 16 the success of a recent Invicta event, and I 17 think you talked about how it had gone up 18 against March Madness. 19 A. Yeah, pretty cool. 20 Q. When you're competing for eyeballs for an 21 audience, do you compete with Sports Center 22 too? 23 A. I think you're competing with everybody when 24 you're trying to get the eyeballs, you know, I 25 mean, everything, even reality series. You</p>	<p style="text-align: right;">220</p> <p>1 male and female, you know, my mother's -- 2 women love it that are my mom's age, so, yeah, 3 I think it's all over the board. 4 Q. When you're competing for fighters to bring in 5 fighters, which promoters do you compete with 6 to -- when you're trying to sign a fighter? 7 A. Everybody a little bit to a degree, you know. 8 Some are more aggressive. You know, I have 9 more competition with certain ones. You know, 10 can maneuver and do things that are not so 11 nice, but, yeah, you compete a little bit 12 about everybody. Even a little bit with the 13 UFC, even though we're on Fight Pass, there's 14 still going to be an athlete that they see, I 15 see, and we're both going to try to sign the 16 athlete. 17 Q. So if you know that UFC is trying to sign an 18 athlete, that doesn't stop you from trying to 19 sign the athlete? 20 A. Heck, no. I don't put UFC out in my 21 contracts. I'm not a feeder. I -- you know, 22 I really want to make this clear. I run my 23 promotion differently than all the other 24 promotions out there. You know, I can't ask 25 my athletes to fight hard for me if I'm not</p>
<p style="text-align: right;">219</p> <p>1 know, you're trying to get -- but to me, 2 you're kind of competing with everybody that's 3 got something going on that night. 4 Q. Is there a specific demographic that you're 5 targeting? 6 A. Not really. I mean, you've got your typical 7 18 to 35, but you kind of target everybody. 8 We're all over the board. 9 Q. When you were working at Strikeforce, was 10 there a demographic that you were targeting? 11 A. 18-to-35-year-old male. 12 Q. Would that be a difference between your 13 promotion and other promotions that tended to 14 have a focus on men's -- 15 A. Yeah. 16 Q. -- men's MMA promotions? 17 A. Yeah. 18 MR. RAYHILL: Objection, calls for 19 speculation. 20 A. You know, I think that it's pretty standard 21 across the board on the male side of the 22 sport. I think for us, at Invicta, you know, 23 I can look at our audience, and I can see 24 that, you know, 18 to 35, the young kids, the 25 mature -- what I consider mature audience with</p>	<p style="text-align: right;">221</p> <p>1 willing to fight hard for them and give them 2 the opportunities they're looking for. And I 3 assure you, every one of them wants to be in 4 the UFC. You know, it's not like anybody's 5 poaching or anybody's trying to take. This is 6 the dream, you know. 7 Q. When you say that everybody wants to be in the 8 UFC, is that because UFC has restricted the 9 ability of other promoters to compete, or is 10 it because of something unique to the UFC? 11 A. I think it's the Broadway, it's the Q-Tip, 12 it's the Kleenex, it's the big stage that we 13 all look at, you know. This day and age, I 14 mean, there's a lot of options out there these 15 days, a lot of options, a lot more than there 16 were years and years ago, but there are 17 definitely options, and, you know, I don't 18 know why each one wants to, but it's something 19 that's important to them, you know. 20 Q. So my question was is in any way UFC's ability 21 to be attractive to professional MMA fighters 22 a function of UFC doing things to hurt 23 other -- 24 A. No. 25 Q. -- fighters?</p>

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<p style="text-align: right;">222</p> <p>1 MR. RAYHILL: Objection, calls for 2 speculation. 3 A. I mean, no, I don't see that. I mean, I don't 4 see that. 5 Q. (By Mr. Widnell) Has UFC ever done anything to 6 harm Invicta's ability to compete? 7 A. No. Actually, they've been really good, you 8 know, in the business relationship, been 9 really good. Never stopped me, you know -- 10 yeah, I have nothing to complain. If I did, I 11 would tell you. 12 Q. Did UFC ever do anything to harm Strikeforce 13 while you were working at Strikeforce to your 14 knowledge? 15 A. Not that I saw. I mean, you always get that 16 rumor stuff, but never anything that, you 17 know, like a direct shot. 18 Q. Okay. Did UFC ever do anything to your 19 knowledge to harm Affliction while you were 20 working at Affliction? 21 A. Not that, you know, not that I'm -- both 22 companies bickered, but, like I told you 23 before, Todd would get drunk and do things. 24 It wasn't like, you know, I mean... 25 Q. And did UFC to your knowledge do anything to</p>	<p style="text-align: right;">224</p> <p>1 go to Bellator on occasion. Would that be -- 2 would they go and fight for Bellator while 3 they were still under a contract with you? 4 A. Uh-huh, I have a couple that are going to 5 fight over there every once in a while. 6 Q. So are those -- are those fighters who are 7 fighting for Bellator currently under contract 8 with you? 9 A. Yeah, and what they are is, once again, it's 10 that regional thing where Bellator will go 11 into market, maybe one of my athletes are 12 there, so they'll compete on the card and sell 13 tickets or something. 14 Q. Do you regard that as co-promotion? 15 A. No, no. 16 Q. Would you describe yourself as someone who's 17 knowledgeable of the MMA industry? 18 A. Yeah. 19 Q. Is the term "elite professional MMA fighter" 20 widely understood within the MMA industry? 21 MR. RAYHILL: Objection. Calls for 22 speculation. 23 A. Repeat that just so I make sure I have a real 24 grasp of what you're saying. 25 Q. (By Mr. Widnell) Sure. Is the term "elite</p>
<p style="text-align: right;">223</p> <p>1 harm IFC while you worked at IFC? 2 A. No, not that -- 3 MR. RAYHILL: Objection, IFL. 4 THE WITNESS: It's IFL. 5 MR. WIDNELL: I'm sorry, IFL. 6 THE WITNESS: That's okay. 7 Q. (By Mr. Widnell) I think you also -- you spoke 8 about using Jewel fighters. When you have a 9 fighter from Jewel that you use in an event, 10 does that fighter, then, typically go back to 11 fight for Jewel, or do you try to hire that 12 fighter? 13 A. No, I have a contract with them as well, but I 14 also -- they fight, you know, if the 15 opportunity comes there. 16 Q. When a fighter for Jewel fights for you at an 17 event, do you regard that as co-promoting? 18 A. Actually, no. I mean, once again, my 19 definition of co-promoting is more of the 20 billing. You know, that's what I think of is 21 you co-promote it like that, and I don't give 22 any kind of billing. Technically we are. You 23 know, if they have a contract there too, we're 24 co-promoting, but not... 25 Q. And you also spoke about your fighters would</p>	<p style="text-align: right;">225</p> <p>1 professional MMA fighter" widely understood 2 within the MMA industry? 3 A. I would think so. 4 Q. Do you know what that term means? 5 A. I know what I perceive it to mean. I mean, to 6 me an elite professional is one of our 7 top-tier MMA athletes. 8 Q. Do you think that other people would share 9 your perspective of what that term means? 10 MR. RAYHILL: Speculation, objection. 11 A. I mean, the educated, you know, part of the 12 sport, you know, would definitely say that. I 13 mean, a typical fan, I don't know if they'd 14 know the difference if you're an MMA fighter 15 or if you're an elite. 16 Q. (By Mr. Widnell) So using that term, would you 17 say that all UFC fighters are elite 18 professional MMA fighters? 19 MR. RAYHILL: Objection, calls for 20 speculation. 21 A. I would think that most people that compete 22 there, you know, are at a higher level. But 23 in my opinion, you know, it's going to be the 24 A level that I consider to be the elite MMA. 25 Q. (By Mr. Widnell) So if I heard you correctly,</p>

57 (Pages 222 to 225)